



KAMUYU AYDINLATMA PLATFORMU

ASTOR ENERJİ A.Ş. Material Event Disclosure (General)

Summary

Pricing of accelerated bookbuilding transaction to institutional investors



**MERKEZİ KAYIT
İSTANBUL**
Türkiye Sermaye Piyasası - Merkezi
Saklama ve Veri Depolama Kuruluşu

Material Event Disclosure General

Related Companies ☐

Related Funds ☐

Material Event Disclosure General	
Update Notification Flag	Evet (Yes)
Correction Notification Flag	Hayır (No)
Date Of The Previous Notification About The Same Subject	16.09.2025
Postponed Notification Flag	Hayır (No)
Announcement Content	
Explanations	

You may find below the disclosure communicated to our Company by our shareholder Astor Holding A.Ş.

Further to our announcement on 16 September 2025, Astor Holding A.Ş. ("**Astor Holding**") announces the pricing of the placement of 90,000,000 Class B shares in Astor Enerji A.Ş. ("**ASTOR**") representing approximately 9.02% of the issued share capital (the "**Transaction**"). Following our previous announcement, and in response to investor demand, the number of shares subject to the Transaction has been reassessed and subsequently increased to 90,000,000 shares, corresponding to approximately 9.02% of ASTOR's issued share capital.

The Transaction was priced at TL 109 per share which represents an approximately 8% discount to the previous closing price and raised gross proceeds of approximately TL 9,810,000,000.

The sale was made by way of a placement to institutional investors in and outside of the Republic of Türkiye. Citigroup Global Markets Limited ("**Citi**") and HSBC Bank plc ("**HSBC**") acted as the Joint Global Coordinators and Bookrunners (the "**Global Coordinators**") and İfo Yatırım Menkul Değerler A.Ş. will act as the Sole Domestic Coordinator and Bookrunner to Astor Holding in relation to the Transaction.

In order to facilitate the settlement of the Transaction as a wholesale transaction (*toptan alım satım işlemi*), İfo Yatırım Menkul Değerler A.Ş. will apply to Borsa İstanbul A.Ş. (the "**BIST**") on 17 September 2025. Subject to the timing of the approval of BIST, the trade relating to the Transaction is expected to be effected on 18 September 2025, and is expected to settle as wholesale transaction (*toptan alım satım işlemi*) on 22 September 2025. As of today, the shares subject to the Transaction are not in tradeable form BIST, and the conversion process to render such shares tradable on BIST is expected to be completed as of the date of the wholesale transaction.

Astor Holding A.Ş. is fully owned by Feridun Geçgel and Enver Geçgel (the vice chairman of the Board of Directors of ASTOR). Following the Transaction, Astor Holding's shareholding ratio in ASTOR and the ratio of publicly traded shares are projected to be approximately 5.99% and 36.76% respectively, following the Transaction. Feridun Geçgel will continue to hold, in total, approximately 60.24% of ASTOR's shares directly and indirectly, including his 57.25% direct shareholding in ASTOR. Accordingly, Feridun Geçgel will remain the majority shareholder of ASTOR.

Astor Holding and Feridun Geçgel have undertaken to the Global Coordinators not to sell any of their respective remaining shares in ASTOR for 180 days following the settlement date of the Transaction, subject to customary exceptions or any waiver granted by the Global Coordinators.

Legal Disclaimer

Citigroup Global Markets Limited is authorised by the Prudential Regulation Authority ("**PRA**") and regulated by the PRA and the Financial Conduct Authority ("**FCA**"). HSBC Bank plc is authorised by the PRA and regulated in the United Kingdom by the FCA and the PRA. Citigroup Global Markets Limited and HSBC Bank plc are acting for Astor Holding only in connection with the Transaction and no one else, and will not be responsible to anyone other than Astor Holding for providing the protections offered to clients nor for providing advice in relation to the shares subject to the Transaction or the Transaction, the contents of this announcement or any transaction, arrangement or other matter referred to in this announcement.

In connection with the Transaction, Citi, HSBC and any of their affiliates may take up a portion of the securities as a principal position and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such securities and other securities of ASTOR or related investments in connection with the Transaction or otherwise. Accordingly, references in this announcement to the securities being offered, sold, acquired, placed or otherwise dealt in should be read as including any offer, sale, acquisition, placing or dealing by Citi, HSBC and any of their affiliates in such capacity. In addition, Citi, HSBC or any of their affiliates may enter into financing arrangements (including swaps, warrants or contracts for difference) with investors in connection with which Citi, HSBC or any of their affiliates may from time to time acquire, hold or dispose of securities. None of Citi, HSBC or any of their affiliates intends to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

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We proclaim that our above disclosure is in conformity with the principles set down in "Material Events Communiqué" of Capital Markets Board, and it fully reflects all information coming to our knowledge on the subject matter thereof, and it is in conformity with our books, records and documents, and all reasonable efforts have been shown by our Company in order to obtain all information fully and accurately about the subject matter thereof, and we're personally liable for the disclosures.